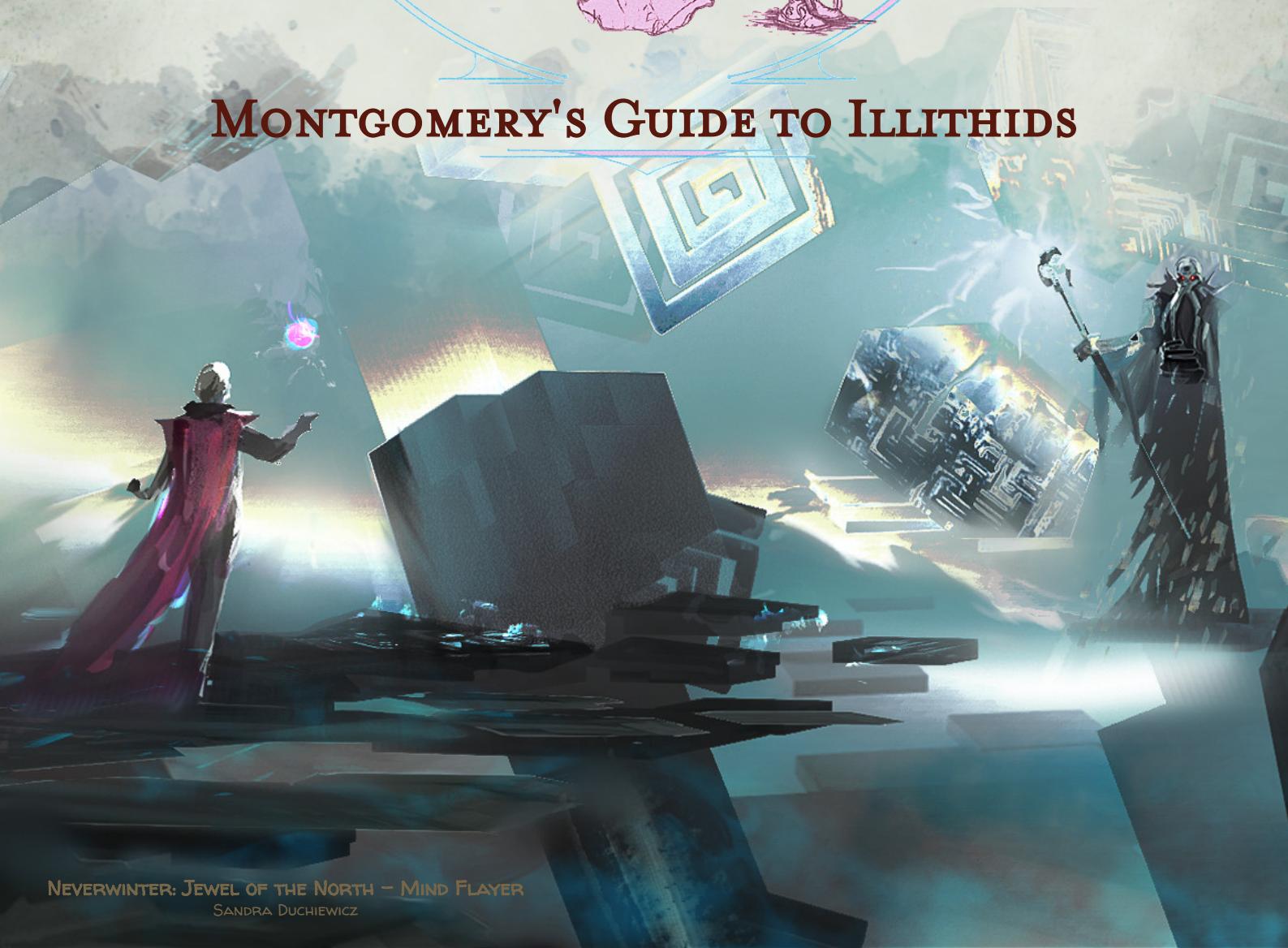




MONTGOMERY'S GUIDE TO ILLITHIDS



NEVERWINTER: JEWEL OF THE NORTH – MIND FLAYER
SANDRA DUCHIEWICZ

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ULITHARID

WIZARDS OF THE COAST

MIND FLAYERS

Mind flayers, which are described in the *Monster Manual* (pg. 221), are created through ceremorphosis, a process that begins with the implantation of an illithid tadpole in the brain of a humanoid host. After about seven days in its new home, the tadpole transforms its host into a mind flayer. The new creation typically retains no memory of its previous existence.

WARFORGED CEREMORPH

For reasons unknown, ceremorphosis can go awry when an illithid tadpole is implanted in the brain of a warforged. This deviation might be due to the quasi-magical nature of the construction process for warforged, or simply a facet of how their minds work. When the process is warped only slightly, the resulting mithrallid or adamantarid retains the resilience and metallic hide of the warforged. As well, the resulting mind flayer gains the psionic ability to manipulate sound using their metallic skin. This allows them to generate destructive sonic blasts or to absorb any sound within a sizable area. However, while the mind flayer adopts immunity to sound-based attacks and its metallic skin is resistant to being cut or pierced, it becomes vulnerable to lightning, which its metallic skin conducts effectively, as well as to forceful blows that can dent its hide. It retains fragmented memories of its previous life and its previous alignment.

Most mind flayers destroy mithrallids on sight, given the former's speciest nature and abhorrence to mutants among their kind, so it's rare to see one or more of these creatures. Only mind flayer colonies at their most desperate will accept mithrallids.

ADAMANTARID

Of an almost legendary rarity, when a tadpole from the brine pool of an elder brain, which appears in *Mordekainen Presents Monsters of the Multiverse* (pg. 120), is implanted into a warforged, if the process is warped slightly, that creature may transform into an adamantarid: a variant of an ulitharid that retains the resilience and metallic hide of a warforged.

In almost all ways, an adamantarid is the same as an ulitharid, which appears in *Mordekainen Presents Monsters of the Multiverse* (pg. 249). Unlike their mithrallid kin, adamantarids are not expelled or culled by mind flayer colonies they are born to, as illithids innately recognize that, like an ulitharid, an adamantarid's survival is more important than their own. As such, adamantarids are usually indoctrinated in the ways of the elder brain, despite originally retaining the fragmented memories of its previous life and its previous alignment.

Adamantarids also possess a psionic control of sound so great that they are capable of bending space and time to remove themselves from danger — while leaving behind a destructive surprise for those close to where they once stood. Finally, unlike mithrallids, adamantarids do not possess a weakness to lightning — in fact, they can absorb lightning to regenerate from damage, a phenomenon that has shocked many an adventurer who has faced both mithrallids and adamantarids in combat.



MITHRALLID

Medium Aberration, Any Alignment

Armor Class 18 (natural armor)

Hit Points 71 (13d8 + 13)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	12 (+1)	12 (+1)	19 (+4)	17 (+3)	17 (+3)

Saving Throws Int +7, Wis +6, Cha +6

Damage Vulnerabilities bludgeoning, lightning

Damage Resistances poison; piercing and slashing from nonmagical attacks

Damage Immunities thunder

Skills Arcana +7, Deception +6, Insight +6, Perception +6, Persuasion +6

Senses darkvision 120 ft., passive Perception 16

Languages Deep Speech, Telepathy 120 ft., Undercommon

Challenge 8 (3,900 XP) **Proficiency Bonus** +3

Magic Resistance. The mithrallid has advantage on saving throws against spells and other magical effects.

Mithrallid Resilience. The mithrallid has advantage on saving throws against being poisoned and is immune to disease. Magic can't put it to sleep.

Innate Spellcasting (Psionics). The mithrallid's innate spellcasting ability is Intelligence (spell save DC 15). It can innately cast the following spells, requiring no components:

At will: *detect thoughts, levitate, thunderclap*

2/day each: *shatter, silence, thunderwave*

1/day each: *dominate monster, plane shift (self only)*

Actions

Tentacles. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one creature. Hit: 15 (2d10 + 4) psychic damage plus 3 (1d6) slashing damage. If the target is Medium or smaller, it is grappled (escape DC 15) and must succeed on a DC 15 Intelligence saving throw or be stunned until this grapple ends.

Extract Brain. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one incapacitated humanoid grappled by the mithrallid. Hit: The target takes 55 (10d10) piercing damage. If this damage reduces the target to 0 hit points, the mithrallid kills the target by extracting and devouring its brain.

Blast (Recharge 5–6). The mithrallid uses one of the following blast options.

Mind Blast. The mithrallid magically emits psychic energy in a 60-foot cone. Each creature in that area must succeed on a DC 15 Intelligence saving throw or take 22 (4d8 + 4) psychic damage and be stunned for 1 minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Sonic Blast. The mithrallid channels psionic energy into its metallic body and generates a sonic blast in a 30-foot sphere originating from the mithrallid. Each creature in that area must succeed on a DC 15 Constitution saving throw or take 22 (4d8 + 4) thunder damage and be pushed 10 feet away from the mithrallid. On a successful save, the target takes half as much damage and isn't pushed. A creature made of inorganic material such as stone, crystal, or metal has disadvantage on this saving throw. A nonmagical object that isn't being worn or carried also takes the damage if it's in the spell's area.

In addition, unsecured objects that are completely within the area of effect are automatically pushed 10 feet away from the mithrallid and the blast emits a thunderous boom that is audible out to 300 feet.

ADAMANTARID

Large Aberration (Mind Flayer), Typically Lawful Evil

Armor Class 18 (natural armor)
Hit Points 127 (17d10 + 14)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	12 (+1)	15 (+2)	21 (+5)	19 (+4)	21 (+5)

Saving Throws Int +9, Wis +8, Cha +9

Damage Vulnerabilities bludgeoning

Damage Resistances poison; piercing and slashing from nonmagical attacks

Damage Immunities lightning, thunder

Skills Arcana +9, Insight +8, Perception +8

Senses darkvision 120 ft., passive Perception 18

Languages Deep Speech, Undercommon, telepathy 2 miles

Challenge 10 (5,900 XP) **Proficiency Bonus** +4

Adamantarid Resilience. The adamantarid has advantage on saving throws against being poisoned and is immune to disease. Magic can't put it to sleep.

Creature Sense. The adamantarid is aware of the presence of creatures within 2 miles of it that have an Intelligence score of 4 or higher. It knows the distance and direction to each creature, as well as each creature's intelligence score, but can't sense anything else about it. A creature protected by a *mind blank* spell, a *nonetection* spell, or similar magic can't be perceived in this manner.

Lightning Absorption. Whenever the adamantarid is subjected to lightning damage, it takes no damage and instead regains a number of hit points equal to the lightning damage dealt.

Magic Resistance. The adamantarid has advantage on saving throws against spells and other magical effects.

Psionic Hub. If an elder brain establishes a psychic link with the adamantarid, the elder brain can form a psychic link with any other creature the adamantarid can detect using its Creature Sense. Any such link ends if the creature falls outside the telepathy ranges of both the adamantarid and the elder brain. The adamantarid can maintain its psychic link with the elder brain regardless of the distance between them, so long as they are both on the same plane of existence. If the adamantarid is more than 5 miles away from the elder brain, it can end the psychic link at any time (no action required).

Actions

Tentacles. *Melee Weapon Attack:* +9 to hit, reach 10 ft., one creature. Hit: 27 (4d10 + 5) psychic damage plus 7 (2d6) slashing damage. If the target is Large or smaller, it is grappled (escape DC 14) and must succeed on a DC 17 Intelligence saving throw or be stunned until this grapple ends.

Extract Brain. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one incapacitated humanoid grappled by the adamantarid. Hit: The target takes 55 (10d10) piercing damage. If this damage reduces the target to 0 hit points, the adamantarid kills the target by extracting and devouring its brain.

Blast (Recharge 5–6). The adamantarid uses one of the following blast options.

Mind Blast. The adamantarid magically emits psychic energy in a 60-foot cone. Each creature in that area must succeed on a DC 17 Intelligence saving throw or take 31 (4d12 + 5) psychic damage and be stunned for 1 minute. A target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Sonic Blast. The adamantarid channels psionic energy into its metallic body and generates a sonic blast in a 30-foot sphere originating from the adamantarid. Each creature in that area must succeed on a DC 17 Constitution saving throw or take 31 (4d12 + 5) thunder damage and be pushed 20 feet away from the adamantarid. On a successful save, the target takes half as much damage and isn't pushed. A creature made of inorganic material such as stone, crystal, or metal has disadvantage on this saving throw. A nonmagical object that isn't being worn or carried also takes the damage if it's in the spell's area.

In addition, unsecured objects that are completely within the area of effect are automatically pushed 20 feet away from the adamantarid and the blast emits a thunderous boom that is audible out to 300 feet.

Spellcasting (Psionics). The adamantarid casts one of the following spells, requiring no spell components and using Intelligence as the spellcasting ability (spell save DC 17).

At will: *detect thoughts, levitate, thunderclap*

2/day each: *shatter, silence, thunderwave*

1/day each: *dominate monster, feeblemind, mass suggestion, plane shift (self only), project image, scrying, telekinesis, thunder step*

CEREMORPHOSIS

During my conversations with a rogue illithid who named itself Qhizir, I was able to persuade the creature to illuminate the process by which mind flayers reproduce — which Qhizir described with repugnant detail.

INFECTION

Upon securing a suitable host, illithids began the procedure by rendering the candidate docile with a *mind blast*. A mature tadpole, selected after surviving a period of one decade in the elder brain's brine pool, was then inserted in the host's cranium through a nostril, ear canal, or eye socket.

INITIAL STAGES

The initial stages last for approximately five hours after tadpole infection, as it burrowed into the victim's brain and quickly devoured the gray matter, growing as it replaced the brain with its own tissue and attached itself to the brain stem like a parasite. While in the initial stages, the victim gains disadvantage on all Intelligence ability checks and saving throws, and may have to roll an Intelligence ability check to recall certain memories.

This is the only stage in which the victim can be saved from ceremorphosis effectively. One method is to destroy the host's head, and cast *resurrection* or *true resurrection* on the host.

REPLACEMENT STAGE

At this stage, the tadpole's personality takes over the individual. If they are within 5 miles of an Elder Brain, the victim's alignment changes to lawful evil, and the process cannot be reversed save by divine intervention or the *wish* spell. Previous penalties still apply. This stage lasts around two hours.

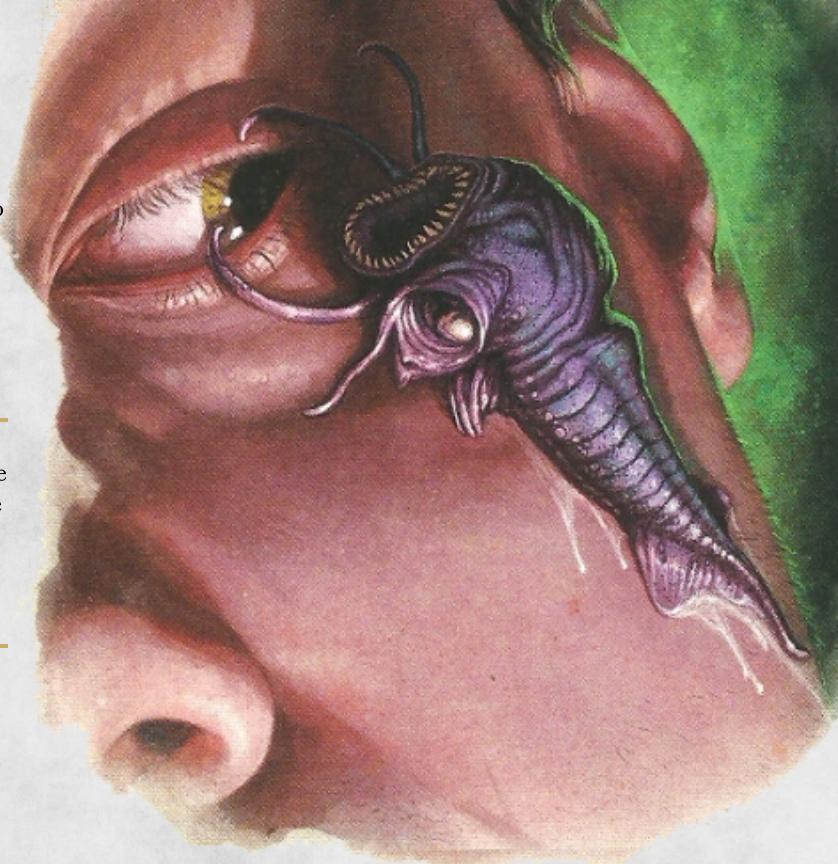
METAMORPHOSIS

At this stage, the infected creature is incapacitated. During a period of one week, the humanoid's body begins shaping itself to resemble a typical illithid. Internal organs were reshaped, but retained their original purpose. Until ceremorphosis was completed, the emerging mind flayer remained helpless.

CEREMORPHOSIS COMPLETION

At the end of these stages, the individual is completely transformed into an illithid and loses all memories of their former life. The newly formed mind flayer, despite being fully grown, was equivalent to an infant, and had to undergo a period of instruction and experience that lasted approximately twenty years, usually within the confines of a secure illithid city.

In the case of successful ceremorphosis, the resulting mind flayer has a 1-in-100 chance of emerging as an ulitharid.



CEREMORPHOSIS
WIZARDS OF THE COAST

A MIND FLAYER BRINGING A TADPOLE TO ITS FUTURE DROW HOST
WIZARDS OF THE COAST



ILLITHID

"Every day, I worry about the elder brains. Every day, I wonder how long I have left until I am enslaved by the hivemind once again. It haunts me and my kin. For years of my people's past, we enslaved, believing ourselves to be the masters. We were just the most favorable slaves tasked with cracking the whip."

— Qhizir, A Free Mind

Not all mind flayers are bound to the hivemind. In some way or another, an illithid breaks free, only known to the hivemind as a rogue. These rogues tend to be hunted down and destroyed, or reintegrated, depending on their own mental strength against the elder brains.

ILLITHID NAMES

Illithids are all hermaphroditic, and as such, they do not have defined genders. However, many do have names for themselves for a sense of false individuality — illithids cling to these names, as they are proof of their freedom from the elder brains.

Illithid Names: Duosk, Drir, Rusdam, Thesbir, Relban, Grephrull, Slussibel, Kuollezakt, Saubrelor, Zangayeb

ILLITHID TRAITS

Ability Score Increase. When determining your character's ability scores, increase one score by 2 and increase a different score by 1, or increase three different scores by 1. Follow this rule regardless of the method you use to determine the scores, such as rolling or point buy. The "Quick Build" section for your character's class offers suggestions on which scores to increase. You can follow those suggestions or ignore them, but you can't raise any of your scores above 20.

Typical for illithids, your Intelligence Score increases by 2, and your Wisdom or Charisma Score increases by 1.

Age. An illithid spends their first ten years as a tadpole in an elder brain's brine pool. These tadpoles are then implanted into a humanoid creature, who transforms into an illithid through the process of ceremorphosis, which can live up to 135 years.

Creature Type. You are an Aberration.

Size. An illithid is around the same height as a human, typically between 5'4" and 6'2", possessing a humanoid shape but with a narrow build. You are Medium.

Speed. Your walking speed is 30 feet.

Superior Darkvision. Due to your time in the deepest depths of the Underdark, spent within the confines of a secure illithid city, you can see in dim light within 120 feet of you as if it were bright light and in darkness as if it were dim light. You discern colors in that darkness only as shades of gray.

Illithid Psionics. Due to your advanced mind, you have several abilities most humanoids don't. While they are weakened without a connection to the elder brain, they are still formidable. You know the *mind sliver* cantrip.

Starting at 3rd level, you can cast the *detect thoughts* spell with this trait. Starting at 5th level, you can also cast the *levitate* spell with it, but only on yourself. Once you cast *detect thoughts* or *levitate* with this trait, you can't cast that spell with it again until you finish a long rest. You can also cast either of those spells using any spell slots you have of the appropriate level.

Intelligence, Wisdom, or Charisma is your spellcasting ability for these spells when you cast them with this trait (choose when you select this race). None of these spells require spell components when you cast them with this trait.

Illithid Telepathy. You have the magical ability to communicate mentally with any number of willing creatures you can see within 120 feet of you. A contacted creature doesn't need to share a language with you, but it must be able to understand at least one language. Your telepathic link to a creature is broken if you and the creature move more than 120 feet apart, if either of you is incapacitated, or if either of you mentally breaks the contact (no action required).

Facial Tentacles. You have tentacles that you can use to make unarmed strikes. When you attack with your facial tentacles, you can use your Intelligence modifier, instead of Strength, for the attack roll. When you hit with them, the strike deals $1d4 +$ your Intelligence modifier psychic damage, instead of the bludgeoning damage normal for an unarmed strike.

You can use your tentacles to manipulate an object, open an unlocked door or container, stow or retrieve an item from an open container, or pour out the contents of a container. The tentacles can't attack except as an unarmed strike, activate magic items, or carry more than 10 pounds.

You can attempt to grapple a Medium or smaller creature using your tentacles. If you grapple a creature using your tentacles, you can use an action to deal psychic damage equal to your Intelligence modifier to the grappled creature. If this damage reduces the grappled creature to 0 hit points, you can kill the creature by extracting and devouring its brain, after which you regain hit points equal to your Constitution modifier.

Languages. You can speak, read, and write Deep Speech, Undercommon, and one other language of your choice. You can also write Qualith.

QUALITH

On the rare occasion that mind flayers need to write something down, they do so in Qualith. This system of tactile writing (similar to braille) is read by an illithid's tentacles. Qualith is written in four-line stanzas and is so alien in construction that non-illithids must resort to magic to discern its meaning. Though Qualith can be used to keep records, illithids most often use it to mark portals or other surfaces with warnings or instructions.

HUNGER OF THE MIND

Illithids subsist on the brains of humanoids. The brains provide enzymes, hormones, and psychic energy necessary for their survival. An illithid healthy from a brain-rich diet secretes a thin glaze of mucus that coats its mauve skin.

An illithid experiences euphoria as it devours the brain of a humanoid, along with its memories, personality, and innermost fears. Mind flayers will sometimes harvest a brain rather than devour it, using it as part of some alien experiment or transforming it into an intellect devourer.

CALL OF THE ELDER BRAIN

Rogue illithids are always in constant fear of their own kind, as well as their former master: the elder brain. If a rogue illithid wanders within 5 miles of an elder brain, it must roll a DC 18 Intelligence saving throw, or temporarily rejoin the hivemind. If the rogue illithid is removed from this range, they regain control of themselves with no memory of the elder brain's influence.

HEIGHT AND WEIGHT

You may roll for your character's height and weight on the Random Height and Weight table. The roll in the Height Modifier column adds a number (in inches) to the character's base height. To get a weight, multiply the number you rolled for the height by the roll in the Weight Modifier column and add the result (in pounds) to the base weight.

RANDOM HEIGHT AND WEIGHT

Base Race Height	Base Weight	Height Modifier	Weight Modifier
Illithid 4'6"	90 lb.	+2d10	x (2d4) lb.



A MIND FLAYER ADMIRING AN INTELLECT DEVOURER
WIZARDS OF THE COAST

FEATS



feat represents a talent or an area of expertise that gives a character special capabilities. It embodies training, experience, and abilities beyond what a class provides.

At certain levels, your class gives you the Ability Score Improvement feature. Using the optional feats rule, you can forgo taking that feature to take a feat of your choice instead. You can take each feat only once, unless the feat's description says otherwise.

You must meet any prerequisite specified in a feat to take that feat. If you ever lose a feat's prerequisite, you can't use that feat until you regain the prerequisite. For example, the Grappler feat requires you to have a Strength of 13 or higher. If your Strength is reduced below 13 somehow — perhaps by a withering curse — you can't benefit from the Grappler feat until your Strength is restored.

INTELLECT CREATOR

Prerequisite: Illithid, 8th Level

Your mind has opened to more possibilities of psionic power, and you discover the process of converting a humanoid brain into an Intellect Devourer. You can spend 1 hour performing a ritual on an unconscious humanoid. The humanoid may passively resist this ritual if they are unwilling. To do so, they must succeed on an Intelligence saving throw with a DC equal to your Illithid Psionics spell save DC. On a successful save, the humanoid becomes immune to this ritual. On a failed save, their brain is extracted and magically transformed into an Intellect Devourer (the DM has the creature's game statistics). You can only have one Intellect Devourer in your service, and this process can only be repeated when your Intellect Devourer is killed.

On each of your turns, you can use a bonus action to mentally command the Intellect Devourer you made with this feat if the creature is within 120 feet of you. You decide what action the creature will take and where it will move during its next turn, or you can issue a general command, such as to guard a particular chamber or corridor. If you issue no commands, the creature only defends itself against hostile creatures. Once given an order, the creature continues to follow it until its task is complete.

Intellect Devourers you made with this feat remain under your control until killed or until they move more than 120 feet away from you.

MIND BLAST

Prerequisite: Illithid

As an action on your turn, you can magically emit psychic energy in a 30-foot cone. Each creature in that area must make an Intelligence saving throw with a DC equal to your Illithid Psionics spell save DC. On a failed save, a creature takes 4d8 psychic damage and is incapacitated until the end of your next turn. On a successful save, it takes half as much damage and is not incapacitated.

You can use this feat a number of times equal to your proficiency bonus, and you regain all expended uses when you finish a long rest.

SYMBIOTIC CEREMORPHOSIS

Prerequisite: Illithid or a Humanoid race

You are either an illithid whose progenitor tadpole has formed a symbiotic bond with your mind, or a humanoid who has somehow been infected with an illithid tadpole tainted by Netherese magic. Once you take this feat, you have somehow had an illithid tadpole implanted into your brain, but instead of undergoing ceremorphosis, you gain a symbiotic relationship with it. You gain the following benefits:

- You have resistance to psychic damage.
- You have advantage on saving throws you make to avoid or end the charmed condition on yourself.
- You know the *message* cantrip. Intelligence, Wisdom, or Charisma is your spellcasting ability for this cantrip when you cast it with this trait (choose when you select this feat). This cantrip does not require spell components when you cast it with this feat.
- When you die, the tadpole inside your head crawls out and becomes an NPC under the control of the DM, possibly to become a neothelid, which is described in *Morderkainen Presents Monsters of the Multiverse* (pg. 193), if not slain quickly enough.

ULITHARID

Prerequisites: Illithid

Your mental fortitude has become powerful enough to resist the thrall of the elder brains. You gain the following benefits:

- Increase your Intelligence or Charisma score by 1, to a maximum of 20.
- You are aware of the presence of creatures within the range of your telepathy if they have an Intelligence score of 4 or higher, as long as they are not behind total cover. You know the distance and direction to each creature, as well as each creature's Intelligence score, but you can't sense anything else about it. A creature protected by a *mind blank* spell, a *nondetection* spell, or similar magic can't be perceived in this manner.
- You can establish a psychic link with a single elder brain within 5 miles of you. You and the elder brain can end the psychic link at any time (no action required). The elder brain can form a psychic link with any other creature you can detect using this feat, but you can likewise form a psychic link with any other creature within 5 miles of the elder brain.
- You no longer need to roll to resist the control of an elder brain.

ALHOON

Alhoons (Mordekainen Presents Monsters of the Multiverse pg. 42), mind flayers with the ability to cast spells of 5th level or higher must cooperate in the creation of a *periapt of mind trapping*, a fist-sized container made of silver, emerald, and amethyst. The process requires at least three such mind flayers and the sacrifice of an equal number of souls from living victims in a three-day-long ritual of spellcasting and psionic communion. Upon its completion, free-willed undeath is conferred on the mind flayers, turning those mind flayers into alhoons.

- **Mastering the Ritual:** You must commune with at least two other mind flayers who can cast spells of 5th level or higher. This takes 6 weeks of downtime.

- **Building a Periapt of Mind Trapping:** You must build a *periapt of mind trapping*. It must be a fist-sized container made of silver, emerald, and amethyst worth 30,000 gp in total. You must then scribe the arcane sigils of naming, binding, immortality, and dark magic in silver. This process takes 6 weeks of downtime.

Unlike a true lich's phylactery, the *periapt of mind trapping* doesn't restore the alhoons to undeath if they are destroyed. Instead, a destroyed alhoon's mind is transferred to the periapt, where it remains in communion with any other trapped alhoon minds, as well as the souls of those sacrificed.

- **The First Souls:** You and the other mind flayers must each capture a living humanoid. These humanoids must each have a CR of 5 or greater.

The undeath conferred by a *periapt of mind trapping* lasts only so long as the life of the living victim selected. Thus an alhoon who sacrificed a 200-year-old elf looks forward to a much longer existence than one that sacrificed a 35-year-old person. Alhoons can extend their existence by repeating the ritual with new victims, effectively resetting the clocks for themselves.

- **Performing the Ritual:** Performing the final ritual takes 3 days of spellcasting and psionically communing with your fellow mind flayers. At the end of it, you must sacrifice all humanoids for their souls to be captured by the *periapt of mind trapping*.

- **Undeath:** It is up to your DM whether or not you can continue play as an alhoon. If your DM does allow you to continue play as an alhoon, your race becomes undead and you gain the following benefits:

- Resistance to damage from Cold, Lightning and Necrotic.
- Immunity to Poison damage.
- Immunity to the Charmed, Exhaustion, Frightened, Paralyzed and Poisoned conditions.
- If you are destroyed, your mind is transferred to the periapt, where it remains in communion with any other trapped alhoon minds, the souls of those sacrificed, and the holder of the periapt.

- **Destroying a Periapt of Mind Trapping:** Destroying a *periapt of mind trapping* consigns those trapped within it to oblivion, and thus alhoons often work together to create elaborate protections for their periapt and their preferred ritual site. Sometimes a single alhoon is entrusted with the *periapt of mind trapping*, but this is a dangerous proposition. Anyone who holds the periapt gains advantage on attacks, saving throws, and checks against the alhoons associated with its creation, and those alhoons in turn suffer disadvantage on attacks, saving throws, and checks against the holder. In addition, the holder can telepathically communicate with any sacrificed soul trapped within, and alhoons within the periapt can speak telepathically with the holder. A creature carrying the periapt can't prevent communication from alhoons but can silence trapped souls.

VARIANT: MIND FLAYER LICH (ILLITHILICH)

The path to true lichdom is something only the most powerful mind flayer mages can pursue, since it requires the ability to craft a phylactery and cast the *Imprisonment* spell. A mind flayer lich is described in *Volo's Guide to Monsters* (pg. 172), and the path to lichdom is described in *Minsc and Boo's Journal of Villany* (pg. 72).



ALHOON

WIZARDS OF THE COAST

ILLITHID PANTHEON



Inbeknownst to many surface-dwellers, the dreaded mind flayers are devoutly religious beings. Unlike the atheistic aboleths, illithids give constant thought to their gods and both fear and honor their race's clerics. These are the three known deities worshiped by mind flayers.

The following entries outline boons that a DM can grant to monsters and NPCs dedicated to a particular illithid god. The entries also list signature spells associated with an illithid god. If the monster or NPC can cast spells, you can replace any of those spells with spells from that list, as long as the new spell is of the same level as the spell it replaces.

Boons from illithid gods are fickle gifts. They remain in place only as long as they are pleased. Accepting such a boon is a damning act that corrupts the creature and drives them to dominate their kin and other intelligent races. Rejecting a boon likely provokes an illithid god's wrath.

DEITIES OF THE ILLITHIDS

Deity	Alignment Domains	Suggested Symbol
Ilsensine	LE	Arcana, Knowledge, Order, Trickery
Maanzecorian	LE	Knowledge, Order
Thoon	NE	Death, Forge, War

ILSENSINE, THE GOD-BRAIN

Deity of illithids, mental domination, and psychic magic

The mind flayers themselves do not know if Ilsensine is their creator or if he merely "adopted" them. Regardless, the God-Brain epitomizes everything the illithids strive to be: pure thought, unfettered from physical constraints and bent on the domination of all minds in creation. Almost all illithids venerate Ilsensine, though outright worship is uncommon: to most illithids, Ilsensine is an ideal to strive for, not a cause to dedicate oneself to. Most mind flayer cities, cells, or ships contain a shrine to Ilsensine. The rare temples of the God-Brain are complex networks of curving halls patterned after the tangled gray matter of a humanoid brain. Its unholy symbol is an illithid's head grasping the world in its tentacles.

Ilsensine's priesthood is small and secretive, and many cults contain more psychics than clerics. Priests of Ilsensine are respected but not envied, because they forgo the honor of joining with their community's elder brain upon death, instead allowing their spirits to join Ilsensine in his otherworldly realm, the Caverns of Thought on the Astral Plane. Ilsensine's priesthood is devoted to archiving the history and knowledge of the illithids, as well as honing their mental powers to their utmost potential. Their ability to control the undead (which are immune to most telepathic attacks) makes them feared by other illithids.

On rare occasions, cults of Ilsensine crop up among human psychics. These deviant cults seek to emulate mind flayers, sometimes even cannibalizing other humans' brains, and are often led by an illithid cleric.

Ilsensine is a being of pure mental energy with no real form, but when it deigns to communicate with its followers, it projects the form of a massive green brain with thousands of ganglia trailing off into the distance.

Ability Score Adjustment: Up to a +4 bonus to Intelligence, Charisma, or both.

Signature Spells: *command* (1st level), *suggestion* (2nd level), *enemies abound* (3rd level)

Mind of the God-Brain. This creature has advantage on all Intelligence, Wisdom, and Charisma saving throws.



SYMBOL OF ILENSINE
EXPANDED PSIONICS HANDBOOK (3E)

MAANZECORIAN, THE KEEPER

Deity of knowledge and secrets

Unlike Ilsensine, Maanzecorian's origin is known to all mind flayers: once the greatest psychic ever to rise in the primordial Illithid Empire, Maanzecorian ascended to godhood with Ilsensine's sponsorship and has served as the God-Brain's loyal advisor ever since. Maanzecorian is deferential to Ilsensine, and his priesthood, though smaller, is given equal respect in illithid culture. His unholy symbol is a silver crown set with a red gem.

Maanzecorian is a god of philosophy and secrets, concerned with the pursuit and exploitation of knowledge. His priesthood, consisting almost equally of clerics, psychics, and occultists, believes that other races may possess knowledge of use to mind flayers, and may even diplomatically approach non-illithids for exchanges of information; however, they still see other beings as potential slaves or food, and quickly betray their allies when they are no longer of use. As a god of secrets, a rare few illithid wizards and sorcerers, heretics among the rest of their kind, pray to Maanzecorian to conceal their activities and grant them deeper arcane knowledge.

Maanzecorian appears as a towering ulitharid with greenish skin and yellowed tusks on either side of his eight tentacles, a silver crown with a blinding red gem levitating above his head.

Ability Score Adjustment: Up to a +4 bonus to Dexterity, Wisdom, or both.

Signature Spells: *minor illusion* (cantrip), *disguise self* (1st level), *invisibility* (2nd level), *hypnotic pattern* (3rd level)

Eye for Knowledge. This creature has advantage on Wisdom (Insight or Perception) checks.

As a bonus action, it automatically detects the location of all illusions and hidden creatures within 15 feet of it.

THOON, ALL

Deity of constructs and quintessence

Mind flayers are known to cross the vast gulfs of Wildspace in their nautiloid ships, and it was on one such excursion that a fleet of illithids on a mission of exploration came in contact with the unspeakable force they named Thoon. These illithids returned (or were sent back) warped in mind and body, fanatically devoted to the worship of Thoon, which they described alternately as either a god or a philosophy. When questioned, they answered only that "Thoon is Thoon, and Thoon is all" Thoon's priests claim to receive mental instructions from this mysterious force, but whether Thoon truly speaks to them or they are simply mad, few can say. The fact that Thoon's clerics receive power from this alien source, however, is not in doubt.

Using their strange visions and mental instructions, the mind flayers of Thoon animate horrific constructs and travel the planets and planes in search of a substance they call quintessence, a life-giving energy radiated by a rare few living beings. Not all creatures of the same race contain quintessence, but the illithids' constructs are designed to sense it within them. Once detected and secured, the quintessence is extracted, killing the victim and preventing it from returning from the dead with any spell less than *true resurrection* or *wish*. The quintessence, distilled into a glowing green fluid, is then used to power more Thoon constructs.

The mind flayers of Thoon terrify other illithids, who see the Thoon flayers as heretics against Ilsensine and fear the spread of their alien philosophy. The illithids of Thoon seek to spread their faith by the sword, destroying the elder brains of other illithid communities and subverting its tadpoles, and the sight of heavily-armored clerics of Thoon sends an illithid community into an uproar as they scramble to destroy the interlopers.

The true nature of Thoon is unknown. The few human scholars who know of it guess that it may be a heretofore unknown Great Old One, akin to Azathoth and Nyarlathotep, but this is only crude supposition. Its unholy symbol is a simple green metallic disc.

Ability Score Adjustment: Up to a +4 bonus to Strength and Dexterity, with an equal penalty to Wisdom and Charisma

Signature Spells: *Tasha's hideous laughter* (1st level), *crown of madness* (2nd level), *fear* (3rd level)

Thoon is Thoon (Recharges after a Short or Long Rest)

When this creature hits with an attack that isn't a critical hit, it can turn the hit into a critical hit.

Thoon is All. Whenever this creature suffers a critical hit, it can make one melee weapon attack as a reaction.



MIND FLAYER OF THOON
WAYNE REYNOLDS

CHANGELOG

1.0.0

- Original Release

1.1.0

- Changed illithid player race language from Common to Deep Speech and Undercommon.
- Specified that the *Facial Tentacles* in the illithid player race can be used to grapple (Medium or smaller) creatures.
- Hit points gained from the *Facial Tentacles* illithid player race feature changed to being based on the player's Constitution modifier versus their Intelligence modifier.
- Added feats.
- Added a prerequisite to Symbiotic Ceremorphosis feat.
- Added alhoon page.
- Added table of contents.
- Added an illithid pantheon.

1.2.0

- Added illithid boons.
- Minor grammatical corrections.
- Formatting fixes.
- Removed stipulation that magic of 6th level or higher that cures disease can cure an illithid tadpole infection.



THE ELDER BRAIN DOMINATES A MIND FLAYER COMMUNITY.
WIZARDS OF THE COAST

CHANGELOG